

Union Pacific Corporation

2-037A017



Jack E. Jerrett  
Senior Corporate Attorney

February 6, 1992  
RECORDATION NO. 17618-B  
FILED 1023

**BY HAND**

Mr. Sidney L. Strickland  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Ave., NW  
Washington, DC 20423

FEB 6 1992 - 1 20 PM  
INTERSTATE COMMERCE COMMISSION

EB 6 / 1 20 PM '92  
MOTOR OPERATING UNIT

**Re: Locomotive Operating Lease Agreement,  
Dated November 7, 1991, Between Union  
Pacific Railroad Company and Electro-Motive  
Division, General Motors Corporation**

Dear Mr. Strickland:

Enclosed for filing and recordation under Section 11303 of Title 49 of the United States Code are four (4) executed original counterparts of a Lease Agreement Termination (Partial), effective as of February 6, 1992 (the "Lease Termination"), between Electro-Motive Division, General Motors Corporation (the "Lessor") and Union Pacific Railroad Company (the "Lessee"). The primary document to which this is connected is a Locomotive Operating Lease Agreement, dated as of November 7, 1991 (the "Lease Agreement"), between the Lessor and the Lessee, which was filed with the Commission on December 11, 1991 and assigned Recordation No. 17618.

The names and addresses of the parties to the enclosed Lease Termination are as follows:

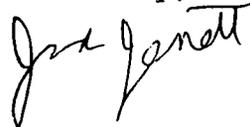
Owner-Lessor	Electro-Motors Division, General Motors Corporation 9301 West 55th Street LaGrange, Illinois 60525
Lessee	Union Pacific Railroad Company 1416 Dodge Street Omaha, Nebraska 68179

*Robert J. Brown Jr.*

The Lease Termination provides for the termination of the Lease Agreement with respect to one (1) General Motors SD-60 Diesel-Electric Locomotive with road number 6299.

I have also enclosed a check for \$16.00 to the order of the Interstate Commerce Commission to cover the fee associated with the filing and recordation of the enclosed Lease Termination. Please time and date stamp three of the enclosed counterparts along with the enclosed extra copy of this letter as proof of filing and recordation of the enclosed documents and return the same to the waiting messenger.

Sincerely,

A handwritten signature in cursive script, appearing to read "Jack Jenett".

JEJ:ccm  
Enclosures

cc: Mr. Keith McCanless

Interstate Commerce Commission  
Washington, D.C. 20423

2/6/92

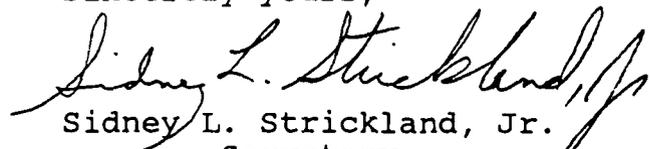
OFFICE OF THE SECRETARY

Jack E. Jerrett  
Senior Corporate Attorney  
Union Pacific Corporation  
Martin Tower & Eighth & Eaton Avenues  
Bethlehem, PA. 18018

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/6/92 at 1:20pm, and assigned recordation number(s). 17618-B

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

LEASE AGREEMENT TERMINATION  
(PARTIAL)

17618-B  
FEB 6 1992 - 1 31 PM  
INTERSTATE COMMERCE COMMISSION

This terminates the Locomotive Operating Lease Agreement, dated November 7, 1991, ("Lease"), between Union Pacific Railroad Company ("Railroad"), a Utah corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation, only with respect to the Locomotives, as therein defined, bearing road numbers 6299 (hereinafter referred to as the "Terminated Equipment"). The Lease and the hereinafter described recordation with the Interstate Commerce Commission ("ICC") with respect to the Locomotives bearing road numbers 6302 - 6312, inclusive continues in full force and effect.

WHEREAS, the Lease was duly filed for recordation with the ICC pursuant to 49 U.S.C. Section 11303 on December 11, 1991 at 9:55am, Recordation No. 17618.

WHEREAS, the parties hereto desire to terminate and cancel the Lease only with respect to the Terminated Equipment and to record such termination and cancellation.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and EMD agree to:

- (i) hereby terminate and cancel the Lease with respect to the Terminated Equipment, effective February 6, 1992;
- (ii) record this Agreement with the ICC so as to release the lien of the Lease against the Terminated Equipment;
- (iii) continue the Lease and the above-mentioned recordation with the ICC in full force and effect with respect to the Locomotives bearing road numbers 6302 - 6312, inclusive;
- (iv) execute this Agreement in one or more counterparts (or upon separate signature pages bound together in one or more counterparts), each of which shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad and EMD have each caused this Termination Agreement to be duly executed in their names by their officers, thereunder duly authorized, and their corporate seals affixed, as of the 6<sup>th</sup> day of February, 1992.

**UNION PACIFIC RAILROAD COMPANY**

By: *John D. [Signature]*

Title: Assistant Treasurer

Attest: *Simona L. [Signature]*

Assistant Secretary

**ELECTRO-MOTIVE DIVISION  
GENERAL MOTORS CORPORATION**

By: *[Signature]*

Title: ASSISTANT SECRETARY

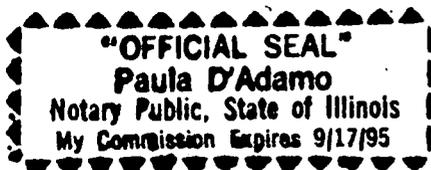
Attest: *[Signature]*

State of Illinois )  
County of Cook )

On this 6<sup>th</sup> day of February, 1992,  
before me personally appeared Keith A. McCanless, to me  
personally known, who, being by me duly sworn, did say that  
he is an Assistant Secretary of Electro-Motive Division,  
General Motors Corporation, that the instrument was signed on  
behalf of such corporation by authority of its Board of  
directors, and he acknowledged that the execution of the  
foregoing instrument was the free act and deed of such  
corporation.

  
\_\_\_\_\_  
Notary Public

My commission expires:  
\_\_\_\_\_



State of \_\_\_\_\_ )  
County of \_\_\_\_\_ )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1992,  
before me personally appeared, to me personally known, who,  
being by me duly sworn, did say that he is a \_\_\_\_\_  
of the Union Pacific Railroad Company that the instrument was  
signed on behalf of such corporation by authority of its  
Board of Directors, and he acknowledged that the execution of  
the foregoing instrument was the free act and deed of such  
corporation.

\_\_\_\_\_  
Notary Public

My commission expires:  
\_\_\_\_\_

COMMONWEALTH OF PENNSYLVANIA )  
 ) SS:  
COUNTY OF LEHIGH )

On this the 4th day of February, 1992, before me, a notary public, personally appeared John B. Larsen, to me personally known, who, being by me duly sworn, did say that he is an Assistant Treasurer of the Union Pacific Railroad Company, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Kathleen F. Owens  
Notary Public

My commission expires:

\_\_\_\_\_

